

Deutsche Bank
Global Trade Operations & Services



November 12, 2015

Amendment to Standby Letter of Credit No. DBS-20280

Beneficiary:

Apache Corporation (the "**Beneficiary**")
2000 Post Oak Boulevard
Suite 1000
Houston, Texas 77056
Attention: Matt Dundrea
Phone: (713) 296-6000

Deutsche Bank AG New York Branch
60 Wall Street
Mail Stop NYC60-3817
New York, NY 10005

Ladies and Gentlemen:


We, Deutsche Bank AG New York Branch (the "**Issuing Bank**") hereby amend in your favor our Irrevocable Standby Letter of Credit No. DBS-20280 for the account of Fieldwood Energy LLC, a Delaware limited liability company (the "**Applicant**"), as follows:

- The Standby Letter of Credit number has been change to 839BGC1500971.
- The expiry date of the Standby Letter of Credit is extended to November 09, 2017.

All other terms and conditions remain unchanged.

Your agreement to this amendment is required. Please indicate your acceptance or rejection by returning a signed copy of this amendment via facsimile to 212-797-0780 or email at Dominic.Giordani@db.com

This amendment is to be attached to the original credit instrument, of which it is to become an integral part thereof.


Kam Chan
Assistant Vice President

Yours Truly,
Deutsche Bank AG,
New York Branch


Cherine Kenawy
Assistant Vice President

We hereby () agree () reject with this amendment:

Authorized Signature
Apache Corporation (the "**Beneficiary**")